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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

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Federal Communications Commission
Office of the Secretary

In the Matter of the Joint Application of)
)

360NETWORKS (USA) INC.)
)

and)
)

TOUCH AMERICA, INC. (Debtor-in-Possession))
)

For Authority Pursuant to Section 214 of the)
Communications Act of 1934, as Amended, to Transfer)
Certain Assets, Including Relevant Customer Base, of)
An Authorized Domestic Carrier)

WB Docket No. 03-227

AMENDMENT TO JOINT APPLICATION

360networks (USA) inc. ("360networks" or "Transferee") and Touch America, Inc. (Debtor-in-Possession) ("Touch America" or "Transferor") (together "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act of 1934, as amended,¹ and Section 63.04(a) of the Commission's rules,² hereby submit this minor amendment to their above-captioned application filed October 27, 2003, for Section 214 authority to enable 360networks to acquire certain of Touch America's assets.³ This amendment is necessary to reflect a recent change in the proposed transaction that will result in 360networks acquiring fewer of Touch America's assets.

In the initial application, Applicants' stated that 360networks Corporation was negotiating to acquire Touch America's ATM/Frame Relay business, and therefore sought

¹ 47 U.S.C. § 214 (the "Act")

² 47 C.F.R. § 63.04(a)

³ See Domestic Section 214 Application Filed for Acquisition of Assets of Touch America, Inc. by 360networks (USA) Inc., WC Docket No. 03-227, DA 03-3547, rel. Nov. 4, 2003 (the "Public Notice").

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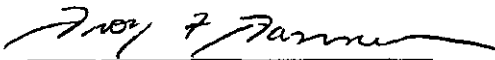
approval for the transfer of that business to 360networks. However, on November 10, 2003, the Applicants revised the proposed transaction such that 360networks will not acquire the ATM/Frame Relay business. Therefore, Applicants hereby amend their application to request only approval for the transfer of substantially all of the assets associated with Touch America's existing private line and dedicated Internet businesses, including customer accounts, certain fiber leases, network equipment, and co-location facilities ⁴

The Commission's Public Notice specifically excluded the ATM/Frame Relay transfer from the Notice because that part of the transaction was still under negotiation at that time. The instant amendment of the Application to remove the request to transfer the ATM/Frame Relay assets to 360networks will obviate the need for any subsequent public notice as to those assets.

Except as amended by the statements made herein, all other information in the Application remains true and correct to the best of our knowledge, information and belief.

Dated: November 21, 2003

Respectfully submitted,

By: 

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⁴ Applicants note that since in Illinois Touch America only provides ATM/Frame Relay services, and does not provide the private line and/or dedicated Internet services being acquired by 360networks in other states, references to Illinois in footnote 7 and subparagraph (g) of Section III of the application should be stricken

CERTIFICATE OF SERVICE

I, Troy F. Tanner, hereby certify that on this 21st day of November, 2003, I caused a true and correct copy of the foregoing Amendment to Joint Application to be served upon the following parties in the manner indicated:

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